

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

February 16, 2022
Wednesday
4:00 p.m.

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Ashton Doyle

I. CALL TO ORDER

Chair Morse called the Regular Board of Directors' meeting to order at 4:03 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Pledge of Allegiance

Chair Morse led the Board in the Pledge of Allegiance.

B. Roll Call

Board Members Present:

Rachel Morse, Chair
Bettina Chastain, Vice Chair
James Henderson, Secretary
Harold Hollis, Treasurer
Sam Cason, Director (*arrived at 4:04 p.m.*)
Mark Wiggin, Director
Erin Whitney, Director

Guests and Staff Attendance

Present:

Lee Thibert	Mark Fouts	Marty Freeman
Brian Hickey	Sherri Highers	Todd McCarty
Matthew Clarkson	Julie Hasquet	Andrew Laughlin
Arthur Miller	Sandra Cacy	Karen Griffin
		Sean Skaling

Via Teleconference:

Arden Quezon	Shawn Wendling	Mark Hartman,
Connie Owens	Pete Smithson	Member
Debra Caldwell	Crystal Enkvist, APA	Kyla Kosednar,
Kate Ayers	Rachel Christensen,	Alaska Center
Nathan Golab	Alaska Center	Jenny Stryker,
		Alaska Center

C. *Safety Minute*

Marty Freeman, Senior Manager HSE, discussed “*Emergency/Go Bags for Home and Car.*”

Director Cason arrived at 4:04 p.m.

II. APPROVAL OF AGENDA

Director Wiggin moved and Director Hollis seconded the motion to approve the agenda. The motion passed unanimously.

III. PERSONS TO BE HEARD

Mark Hartman, Chugach Member, addressed the Board regarding power outage response.

IV. DIRECTOR REPORTS

A. *Alaska Power Association (APA) Report*

Director Hollis introduced Crystal Enkvist, Executive Director, APA, and she provided an update on APA activities, upcoming events, and responded to questions from the Board. Director Hollis reported on the APA Government Affairs Committee meeting and responded to questions from the Board.

B. *Renewable Energy Alaska Project (REAP) Report*

Director Wiggin reported on the REAP Public Policy Committee meeting and responded to questions from the Board.

C. *Board Committee Reports (Audit and Finance, Operations & Governance)*

Director Hollis stated there were no Audit and Finance Committee meetings to report on since the January 19, 2022, Regular Board of Directors’ meeting and stated the next committee meeting is scheduled for March 30, 2022.

Director Chastain stated there have been no Operations Committee meetings to report on since the January 19, 2022, Regular Board of Directors’ meeting and said the next committee meeting is scheduled for February 23, 2022.

Director Cason reported there have been no Governance Committee meetings since the January 19, 2022, Regular Board of Directors’ meeting. He gave brief comments on the Special Board of Directors’ Member Advisory Council meeting, which took place January 20, 2022, and stated the next Governance Committee meeting is scheduled for March 16, 2022.

D. *Other Meeting Reports*

Director Hollis reported on the February 15, 2022, Election Committee meeting.

Director Whitney reported on her Introduction to Gas Industry and Natural Gas Markets two-day training on January 24-25, 2022.

Director Chastain reported on the APA Virtual State Legislative Conference on February 1-2, 2022.

V. CONSENT AGENDA

- A. *Board Calendar*
- B. *Training and Conferences*
 - 1. *2022 APA Annual Meeting (August 23-26, 2022) – Ketchikan, AK*
- C. *Minutes*
 - 1. *January 19, 2022, Regular Board of Directors' Meeting (Quezon)*
 - 2. *January 20, 2022, Special Board of Directors' Meeting (Quezon)*
 - 3. *January 31, 2022, Special Board of Directors' Meeting (Quezon)*
- D. *Director Expenses*

Director Whitney moved and Director Cason seconded the motion to approve the consent agenda. The motion passed unanimously.

VI. CEO REPORTS AND CORRESPONDENCE

- A. *Enterprise Resource Planning (ERP) Project Update (Travis/McCarty)*

Todd McCarty, Vice President of Information Services, provided an update on the Enterprise Resources Planning (ERP) project and responded to questions from the Board.
- B. *November 2021 Financial Statements & Variance Report (Griffin/Highers)*

Sherri Highers, Chief Financial Officer and Executive Vice President of Finance and Administration, reported on the November 2021 Financial Statements and Variance Report and responded to questions from the Board.
- C. *2022 NRECA Resolutions (Miller)*

Information on the 2022 NRECA Proposed Resolutions was provided in the meeting packet.
- D. *Board Policy Scheduled Tasks/Reports (Board/Staff)*

The Board Policy Scheduled Tasks/Reports were provided in the meeting packet.

Lee Thibert, CEO, discussed the CEO Reports and Correspondence contents and responded to questions from the Board.

VII. UNFINISHED

None.

VIII. NEW BUSINESS

- A. *Campbell Lake Substation Rebuild (Laughlin/Hickey)*

Brian Hickey, Chief Operating Officer and Senior Vice President of Power Delivery and Andrew Laughlin, Vice President, Engineering, Transmission

Engineering, discussed the Campbell Lake Substation Rebuild and responded to questions from the Board.

Director Cason moved and Director Wiggin seconded the motion that the Board of Directors authorize the Chief Executive Officer to proceed with the Campbell Lake Substation Rebuild Project at an estimated total installed cost of \$7,400,000. The motion passed unanimously.

- B. Jewel Lake Road Undergrounding Project (Laughlin/Hickey)*
Brian Hickey, Chief Operating Officer and Senior Vice President, Power Delivery and Andrew Laughlin, Vice President, Engineering, Transmission Engineering, discussed the Jewel Lake Road Undergrounding Project and responded to questions from the Board.

Director Hollis moved and Director Chastain seconded the motion that the Board of Directors authorize the Chief Executive Officer to proceed with the Jewel Lake Road, Strawberry Road to West 84th Avenue Overhead to Underground Conversion and Jewel Lake Sub-transmission Conduit addition at an estimated Total Installed Cost of \$3,300,000. The motion passed unanimously.

IX. EXECUTIVE SESSION

- A. Update on CEO Search (Board)*
- B. Preliminary December 2021 Financials (Highers)*
- C. COVID-19 Public Health Threat (Clarkson)*
- D. McMillen Jacobs 2022 Contract (Hickey)*
- E. Update on Railbelt Reliability Council (RRC) (Hickey)*
- F. 2022 State Legislative Update (Miller)*
- G. Compliance Filing on Financial Performance (Clarkson/Miller)*

At 5:09 p.m., Director Wiggin moved and Director Chastain seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1), (3) and (4) the Board of Directors go into executive session to: 1) discuss and receive reports regarding financial matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; 2) discuss with its attorneys' legal matters, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative; and 3) personnel matters. The motion passed unanimously.

The meeting reconvened in open session at 7:41 p.m.

X. NEW BUSINESS

- A. COVID-19 Public Health Threat (Board)* Director Cason moved and Director Hollis seconded the motion that the Board of Directors approve the attached Resolution declaring an emergency exists and limiting in-person attendance at regular board meetings for those COVID-19 related reasons specifically described therein. The motion passed unanimously.

- B. McMillen Jacobs 2022 Contract (Hickey) Director Hollis moved and Director Cason seconded the motion that the Board of Directors approve the attached resolution and authorize the Chief Executive Officer to execute a contract with McMillen Jacobs as discussed in executive session. The motion passed unanimously.
- C. Compliance Filing on Financial Performance (Clarkson/Miller)
No action was taken.

XI. DIRECTOR COMMENTS

Director comments were made at this time.

XII. ADJOURNMENT

At 7:49 p.m., Director Cason moved and Director Whitney seconded the motion to adjourn. The motion passed unanimously.



James Henderson, Secretary

Date Approved: March 23, 2022